

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

12-MC-00115 (JSR)

In re:

MADOFF SECURITIES

**(Relates to consolidated proceedings
on Section 546(e) issues)**

**DECLARATION OF DAVID Y. LIVSHIZ IN SUPPORT OF
CONSOLIDATED MEMORANDUM OF LAW ON BEHALF OF
FINANCIAL INSTITUTION DEFENDANTS WITH RESPECT TO
ISSUES RAISED BY ORDER OF THE COURT DATED MAY 15, 2012**

Pursuant to 28 U.S.C. § 1746, David Y. Livshiz declares as follows:

1. I am an attorney admitted to practice before this Court and an associate at Cleary Gottlieb Steen & Hamilton LLP, counsel to defendants Citibank, N.A., Citicorp North America, Inc. and Citigroup Global Markets Limited. I submit this Declaration in support of the Consolidated Memorandum of Law on Behalf of Financial Institution Defendants With Respect to Issues Raised by Order of the Court Dated May 15, 2012.

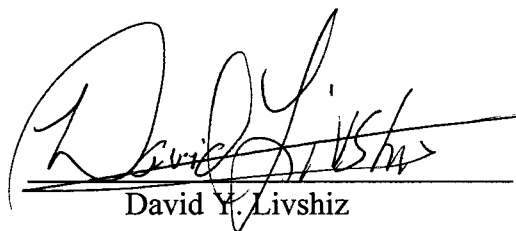
2. Attached as Exhibits A, B, and C are true and correct copies of the following documents:

- A. Complaint (without exhibits), Picard v. Citibank, N.A., et al., Adv. Pro. No. 10-05345 (BRL) (Bankr. S.D.N.Y. Dec. 8, 2010) [ECF No. 1].
- B. Amended Complaint (in redacted form, as filed, and without exhibits), Picard v. HSBC Bank PLC, et al., Adv. Pro. No. 09-01364 (BRL) (Bankr. S.D.N.Y. Dec. 5, 2010) [ECF No. 170].

- C. Complaint (without exhibits), Picard v. Credit Agricole (Suisse) S.A. et al., Adv. Pro. No. 12-01022 (BRL) (Bankr. S.D.N.Y. Jan. 12, 2012) [ECF No. 1].

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 27, 2012
New York, New York



David Y. Livshiz